

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

GAWKER MEDIA LLC, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 16-11700 (SMB)

(Jointly Administered)

**NOTICE OF ASSIGNMENT OF EXECUTORY CONTRACTS  
IN CONNECTION WITH SALE**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On May 29, 2018, William D. Holden as the plan administrator (the “Plan Administrator”) for the above-captioned debtors (the “Debtors”) filed the *Plan Administrator’s Motion for (I) an Order (A) Authorizing and Approving Bidding Procedures, Breakup Fee and Expense Reimbursement, (B) Authorizing and Approving the Plan Administrator’s, on Behalf of the Debtors, Entry Into the Stalking Horse Asset Purchase Agreement, (C) Approving Notice Procedures, (D) Scheduling Sale Hearing and (E) Approving Procedures for Assignment of Certain Contracts and (II) an Order (A) Authorizing the Sale of Substantially All of Gawker.Com Assets Free and Clear of All Claims, Liens, Rights, Interests and Encumbrances, (B) Approving the Asset Purchase Agreement and (C) Authorizing the Plan Administrator to Assign Certain Executory Contracts of the Debtors* (the “Sale Motion”) [Docket No. 1135] with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).<sup>2</sup>

2. As outlined in the Sale Motion, the Plan Administrator, on behalf of the Debtors, has agreed upon the terms of a Stalking Horse APA with the Stalking Horse Bidder and will seek capable and willing bidders for all or substantially all of the Gawker.com Assets (the “Purchased Assets”) prior to the Auction date as provided in the Sale Motion and Bidding Procedures Order.

3. You may obtain a copy of the Sale Motion and the Stalking Horse APA by: (a) sending a written request to counsel to the Plan Administrator for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Kimberly J. Kodis, Esq. (kimberly.kodis@ropesgray.com); or (b) accessing the website maintained by the Debtors’ claims and noticing agent, Prime Clerk, at <https://cases.primeclerk.com/gawker/>.

<sup>1</sup> The last four digits of the taxpayer identification numbers of the Debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary, Kft. “v.a.” (5056). The offices of the Debtors are located at 44 Lynden Street, Rye, NY 10580.

<sup>2</sup> Unless otherwise stated, all capitalized terms not defined herein shall have the same meaning as set forth in the Sale Motion or the Bid Procedures, as applicable.

4. On June 21, 2018, the Bankruptcy Court entered the Bidding Procedures Order [Docket No. 1141]. The Bidding Procedures Order specifies, among other things, the procedures regarding the assignment of the executory contracts that may be designated to be assigned to the Stalking Horse Bidder (or other Successful Bidder selected at the Auction, if any) pursuant to section 365(f) of the Bankruptcy Code in connection with the sale of substantially all of the Debtors' assets (the "Sale").

5. A list of the Debtors' executory contracts that are subject to potential assignment in connection with the Sale (the "Contract Schedule") is attached to this notice (the "Assignment Notice") as **Schedule 1**.

6. Objections, if any, to the proposed assignment of any of the executory contracts listed on the Contract Schedule to the Stalking Horse Bidder must: (i) be in writing; (ii) comply with the applicable provisions of the Bankruptcy Rules, Local Rules and any orders of the Bankruptcy Court; (iii) state with specificity the nature of the objection; (iv) be filed with the Bankruptcy Court no later than **July 5, 2018 at 4:00 p.m. (prevailing Eastern Time)** (the "Assignment Objection Deadline"); and (v) be served so as to actually be received no later than the Assignment Objection Deadline, as applicable, by the following parties: (a) the Debtors, Gawker Media Group, Inc., c/o The Boathouse Group, LLC, 44 Lynden Street, Rye, NY 10580, Attn: William D. Holden; (b) counsel to the Plan Administrator for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi, Esq. & Kimberly J. Kodis, Esq.; (c) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006 New York, NY 10014, Attn: Greg Zipes, Esq. & Susan Arbeit, Esq.; (d) counsel to the Stalking Horse Bidder, Davis & Gilbert LLP, 1740 Broadway, New York, NY 10019, Attn: Massimo Giugliano, Esq.; and (e) counsel to the Gawker Media Contingent Proceeds creditor, Cohen & Gresser LLP, 800 Third Avenue, 21<sup>st</sup> Floor, New York, NY 10022, Attn: Daniel H. Tabak, Esq. In the event that the Stalking Horse Bidder is not the Successful Bidder, then counterparties to the Debtors' Assigned Contracts shall be permitted to object at the Sale Hearing to the assignment of an Assigned Contract.

7. Notwithstanding the foregoing, nothing in paragraph 6 shall relieve the Debtors from carrying their burden to demonstrate adequate assurance of future performance by the Stalking Horse Bidder or Back-Up Bidder as required by section 365 of the Bankruptcy Code.

8. The Sale Hearing will be held before the Honorable Stuart M. Bernstein in the United States Bankruptcy Court for the Southern District of New York, Courtroom 723, One Bowling Green, New York, NY 10004, on **July 17, 2018 at 10:00 a.m. (prevailing Eastern Time)** or such other date and time that the Bankruptcy Court may later direct. Any objection to the assignment of an executory contract listed on the Contract Schedule in connection with the proposed sale that remains unresolved as of the Sale Hearing shall be heard at the Sale Hearing (or at a later date as fixed by the Bankruptcy Court) provided that any such objection may be adjourned, in full or in part, by the Plan Administrator to a later date by listing such adjournment in a notice of agenda or other notice filed on the docket of the Chapter 11 Cases and served on the affected counterparty.

9. *Any party who fails to timely file an objection to the assignment of an executory contract listed on the Contract Schedule (i) shall be forever barred from objecting thereto, including asserting that the Stalking Horse Bidder or other Successful Bidder has not provided adequate assurance of future performance as of the date of the Sale Order and (ii) shall be deemed to consent to the sale of the Purchased Assets as approved by the Sale Order.*

Dated: June 22, 2018  
New York, New York

/s/ Gregg M. Galardi  
ROPES & GRAY LLP  
Gregg M. Galardi  
Joshua Y. Sturm  
Kimberly J. Kodis  
1211 Avenue of the Americas  
New York, NY 10036-8704  
Telephone: (212) 596-9000  
Facsimile: (212) 596-9090  
Email: gregg.galardi@ropesgray.com  
joshua.sturm@ropesgray.com  
kimberly.kodis@ropesgray.com

*Counsel to the Plan Administrator for the Debtors*

**SCHEDULE 1**

**Contract Schedule**

<b>No.</b>	<b>Counterparty(ies)</b>	<b>Counterparty(ies) Address</b>	<b>Title/Description of Contract</b>
1	Amazon Web Services, Inc.	410 Terry Avenue North Seattle, Washington 98109	Domain Hosting
2	JW Player / Longtail Ad Solutions, Inc.	2 Park Avenue 10th Floor North New York, New York 10016	Video Storage and Hosting
3	MarkMonitor Inc.	3540 East Longwing Lane Suite 300 Meridian, Idaho 83646	Domain Registration and Management
4	Viddler Inc.	520 Evans Street Suite 1 Bethlehem, Pennsylvania 18015	Video Storage & Handling